

Securities and Exchange Commission

§ 229.901

2. If the sales were made in a series of transactions, the information may be given by such totals and periods as will reasonably convey the information required.

[47 FR 11401, Mar. 16, 1982, as amended at 61 FR 54508, Oct. 18, 1996; 62 FR 39762, July 24, 1997]

§ 229.702 (Item 702) Indemnification of directors and officers.

State the general effect of any statute, charter provisions, by-laws, contract or other arrangements under which any controlling persons, director or officer of the registrant is insured or indemnified in any manner against liability which he may incur in his capacity as such.

Subpart 229.800—List of Industry Guides

§ 229.801 Securities Act industry guides.

(a) [Reserved]

(b) *Guide 2.* Disclosure of oil and gas operations.

(c) *Guide 3.* Statistical disclosure by bank holding companies.

(d) *Guide 4.* Prospectuses relating to interests in oil and gas programs.

(e) *Guide 5.* Preparation of registration statements relating to interests in real estate limited partnerships.

(f) *Guide 6.* Disclosures concerning unpaid claims and claim adjustment expenses of property-casualty insurance underwriters.

(g) *Guide 7.* Description of Property by Issuers Engaged or To Be Engaged in Significant Mining Operations.

(Secs. 6, 7, 8, 10, 19(a) and Schedule A (25) and (26) (15 U.S.C. 77f, 77g, 77h, 77j, 77s(a), 77aa (25) and (26), Securities Act of 1933; secs. 12, 13, 14, 15(d) and 23(a) (15 U.S.C. 78(l), 78m, 78n, 78o(d), 78w, Securities Exchange Act of 1934)

[47 FR 11401, Mar. 16, 1982, and 49 FR 47600, Dec. 6, 1984, as amended at 57 FR 36466, Aug. 13, 1992; 61 FR 30401, June 14, 1996]

§ 229.802 Exchange Act industry guides.

(a) [Reserved]

(b) *Guide 2.* Disclosure of oil and gas operations.

(c) *Guide 3.* Statistical disclosure by bank holding companies.

(d) *Guide 4.* Disclosures concerning unpaid claims and claim adjustment expenses of property-casualty underwriters.

(e)–(f) [Reserved]

(g) *Guide 7.* Description of Property by Issuers Engaged or To Be Engaged in Significant Mining Operations.

(Secs. 6, 7, 8, 10, 19(a) and Schedule A (25) and (26) (15 U.S.C. 77f, 77g, 77h, 77j, 77s(a), 77aa (25) and (26), Securities Act of 1933; secs. 12, 13, 14, 15(d) and 23(a) (15 U.S.C. 78(l), 78m, 78n, 78o(d), 78w, Securities Exchange Act of 1934)

[47 FR 11401, Mar. 16, 1982, as amended at 49 FR 47600, Dec. 6, 1984; 57 FR 36468, Aug. 13, 1992; 61 FR 30401, June 14, 1996]

Subpart 229.900—Roll-Up Transactions

SOURCE: 56 FR 57247, Nov. 8, 1991, unless otherwise noted.

§ 229.901 (Item 901) Definitions.

For the purposes of this subpart 229.900:

(a) *General partner* means the person or persons responsible under state law for managing or directing the management of the business and affairs of a partnership that is the subject of a roll-up transaction including, but not limited to, the general partner(s), board of directors, board of trustees, or other person(s) having a fiduciary duty to such partnership.

(b)(1) *Partnership* means any:

- (i) Finite-life limited partnership; or
- (ii) Other finite-life entity.

(2)(i) Except as provided in paragraph (b)(2)(ii) of this Item (§ 229.901(b)(2)(ii)), a limited partnership or other entity is “finite-life” if:

(A) It operates as a conduit vehicle for investors to participate in the ownership of assets for a limited period of time; and

(B) It has as a policy or purpose distributing to investors proceeds from the sale, financing or refinancing of assets or cash from operations, rather than reinvesting such proceeds or cash in the business (whether for the term of the entity or after an initial period of time following commencement of operations).